

Strategies Law Group, PLLC

November 24, 2010

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554
Attn: Jodie May, Wireline Competition Bureau

RE: Second Supplement
DISH Media Holdings Corporation/Liberty-Bell Telecom, LLC
WC Docket No. 10-231
IB File No. ITC-T/C-20101110-00444

Dear Ms. Dortch:

DISH Media Holdings Corporation, Liberty-Bell, LLC and Liberty-Bell Telecom, LLC, the applicants in the above captioned matter (“Applicants”) hereby submit this supplement to further address Liberty-Bell Telecom, LLC’s operations in New Mexico and to resolve any possible concerns the Federal Communications Commission (the “Commission”) may have with respect to the provisions in the Communications Act, as amended, and Commission Rules pertaining to “Prohibitions on Buy Outs.”¹

As Applicants stated in their Supplement dated November 22, 2010, through the Transaction (as defined in greater detail in the original Section 214 application), Liberty-Bell Telecom, LLC will become affiliated with Suddenlink, a franchised cable provider in Curry County, New Mexico.² Liberty-Bell Telecom, LLC has no customers, employees or operations within Curry County, New Mexico. Liberty-Bell Telecom, LLC does not market its services in Curry County, New Mexico and is not otherwise active in Curry County, New Mexico. As a result, Liberty-Bell Telecom, LLC believes that it is not “providing telephone exchange service” in Curry County, New Mexico.

Nonetheless, in order to avoid any possible complications associated with the Prohibitions on Buy Outs provisions identified above, **Applicants advise the Commission that effective today, Liberty-Bell Telecom, LLC has relinquished its authority to provide service in Curry County, New Mexico and that Liberty-Bell Telecom, LLC is no longer legally authorized to provide service in Curry County, New Mexico.** Specifically, Liberty-Bell

¹ See 47 U.S.C. §572; 47.C.F.R. §76.505.

² Specifically, upon closing of the Transaction, upon information and belief, The Goldman Sachs Group, Inc. will indirectly own or control 30.82% interest in Suddenlink and a 13.4% equity /1.1% voting interest in Liberty-Bell Telecom, LLC. See 47 U.S.C. §153(1).

Telecom, LLC has filed the attached Advice Notice with the New Mexico Public Regulation Commission ("NMPRC") relinquishing its authority in Curry County. Under New Mexico law, Advice Notices are approved by operation of law, so no docketed procedure or hearing is required for the Advice Notice to become effective. In addition to a review of New Mexico law, Liberty-Bell Telecom, LLC has confirmed its interpretation regarding the effect and timing of the Advice Notice with both the Telecommunications Bureau Chief and the Division Director of the NMPRC. **Accordingly, Liberty-Bell Telecom, LLC can and does affirmatively confirm that it is no longer authorized to provide telephone exchange services in Curry County, New Mexico.**

Given that Liberty-Bell Telecom, LLC has had no operations, employees or customers in Suddenlink's territory, no longer has any overlap in service area with Suddenlink, and no longer holds authority to provide telephone exchange service in Suddenlink's service area, Applicants respectfully submit that the Prohibitions on Buy Outs provisions identified above are not applicable in any way to the Transaction.

Applicants respectfully request that the Commission promptly issue a Public Notice and permit the Application to be processed pursuant to the Commission's streamlined process.

Questions regarding this filing may be addressed to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "ESQ", is written over a horizontal line.

Edward S. Quill, Jr.
Brian McDermott

Counsel for Liberty-Bell Telecom, LLC



November 24, 2010

Overnight Delivery

Mr. Mark A. Cessarich
New Mexico Public Regulation Commission
1120 Paseo de Peralta
Santa Fe, NM 87501

Re: Liberty-Bell Telecom, LLC Notice of Change in Circumstance

Dear Mr. Cessarich:

Liberty-Bell Telecom, LLC ("LBT" or "Company"), hereby submits to the New Mexico Public Regulation Commission ("Commission") this *Advice Notice* of a change in circumstance to inform the Commission that the Company has made an affirmative decision that it will not provide any local exchange, interexchange or any other form of telecommunications or information service in Curry County, New Mexico. LBT further notifies the Commission that it relinquishes any such authority it had been previously been granted to serve Curry County, New Mexico to become effective immediately. We understand from informal conversations with staff that this notice becomes effective upon filing today, November 24, 2010.

The Commission's September 10, 2009 *Order Issuing Certificate of Registration* granted LBT competitive local exchange telecommunications service authority within the State of New Mexico, as described in the Company's Application.¹ LBT's referenced Application stated, "The applicant intends to offer similar services and in the same geographic area across the state as its underlying carrier, Qwest Communications International, Inc."² As is a matter of record with the Commission, Qwest Communications International, Inc. ("Qwest"), New Mexico service territory includes a portion of Curry County in and around the Clovis metropolitan area. LBT has elected not to provide any form of telecommunications and – or information services – to that geographic service territory served by Qwest in Curry County, or to the remainder of Curry County, now or in the future and now relinquishes any authority to do so granted under the Commission's *Order*.

LBT has no subscribers located in the geographic service territory in Curry County including that portion of Curry County served by Qwest. No subscribers or members of the public will be impacted by the Company's service territory redefinition.

Should there be any questions or additional information required, please do not hesitate to contact me at (720) 200-8865. Thank you for your attention in this matter.

Sincerely,

Jay Weber
Executive Vice President

Enclosures

cc: Ms. Ruby Rhors (via electronic mail)

¹ See, e.g. *In the Matter of the Application of Liberty-Bell Telecom, LLC for a Certificate of Registration to Provide Competitive Local Exchange Telecommunications Services within the State of New Mexico*, Undocketed Case, *Order Issuing Certificate of Registration*, Ordering para. A (September 10, 2009) ["Order"].

² *Application* at para. L.